

WC 05-214

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VIA COURIER

June 8, 2005

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: *In the Matter of the Joint Application of Eureka Broadband Corporation, Transferee, Gillette Global Networks d/b/a Eureka Networks, Assignee, InfoHighway Communications Corporation, Transferor, and A.R.C. Networks, Inc., Assignor, Notice of and Request For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete a Transfer of Control of an Authorized Domestic and International Section 214 Carrier and for the Subsequent Assignment of Certain Customer Accounts*

Dear Ms. Dortch:

On behalf of Eureka Broadband Corporation ("Eureka"), Gillette Global Networks d/b/a Eureka Networks ("Eureka Networks"), InfoHighway Communications Corporation ("InfoHighway"), and A.R.C. Networks, Inc. ("A.R.C. Networks" together, "Applicants"), enclosed for filing is an original and six (6) copies of an application for Commission approval for a transfer control of InfoHighway and A.R.C. Networks. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined domestic section 214 transfer application and international section 214 transfer application ("Combined Application"). Applicants are simultaneously filing the Combined Application with the International Bureau, in accordance with the Commission's Rules, via its Electronic Filing System ("MyIBFS").

Applicants also submit a completed Fee Remittance Form 159 and check in the amount of \$895.00, to the Federal Communications Commission, which satisfies the filing fee required for this Application under line 2.b of Section 1.1105 of the Commission's rules.

SWIDLER BERLIN LLP

Marlene H. Dortch, Secretary

June 8, 2005

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Please do not hesitate to contact us if you have any questions regarding this filing.

Respectfully submitted,



Catherine Wang

Brian M. McDermott

cc: Terri Natoli (WCB)
Tracey Wilson (WCB)
Glenn S. Richards, Esq. (InfoHighway)
Adam Lewis (Eureka)

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Swidler Berlin LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) 895.00	
(4) STREET ADDRESS LINE NO. 1 3000 K Street, NW			
(5) STREET ADDRESS LINE NO. 2 Suite 300			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20007
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-424-7500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Eureka Broadband Corporation			
(14) STREET ADDRESS LINE NO. 1 39 Broadway			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY New York		(17) STATE NY	(18) ZIP CODE 10006
(19) DAYTIME TELEPHONE NUMBER (include area code) 212-404-5000		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0013-5612-46		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) 895.00	(27A) TOTAL FEE 895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24b) PAYMENT TYPE CODE	(25b) QUANTITY	
(26b) FEE DUE FOR (PTC)	(27b) TOTAL FEE	FCC USE ONLY	
(28b) FCC CODE 1		(29b) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>M. Renee Britt</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>M. Renee Britt</u> DATE <u>06/08/2005</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of)
)
)
)

EUREKA BROADBAND CORPORATION,)
Transferee,)
)
)

GILLETTE GLOBAL NETWORKS d/b/a)
EUREKA NETWORKS)
Assignee,)
)
)

INFOHIGHWAY COMMUNICATIONS)
CORPORATION)
Transferor)
)
)

and)
)
)
)

A.R.C. NETWORKS, INC.,)
Assignor,)
)
)

Notice of and Request For Grant of Authority)
Pursuant to Section 214 of the Communications)
Act of 1934, as amended, and Sections 63.04)
and 63.24 of the Commission's Rules to)
Complete a Transfer of Control of an Authorized)
Domestic and International Section 214 Carrier)
an for the Subsequent Assignment of)
Certain Customer Accounts)
)
)

File No. ITC-T/C-2005 _____

WC Docket No. 05- _____

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Eureka Broadband Corporation ("Eureka Parent"), Gillette Global Networks d/b/a Eureka Networks ("Eureka"), InfoHighway Communications Corporation ("InfoHighway") and A.R.C. Networks, Inc. ("A.R.C. Networks," collectively with Eureka Parent, Eureka, and

InfoHighway, "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, and Sections 63.04 and 63.24 of the Federal Communications Commission's ("Commission's") Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request authority to transfer control of A.R.C. Networks to Eureka Parent. In particular, Eureka Parent has entered into an agreement with A.R.C. Network's ultimate and immediate corporate parent, InfoHighway, through which IH Acquisition Corp. ("Acquisition"), a newly created, wholly owned subsidiary of Eureka Parent, will merge with and into InfoHighway. InfoHighway will be the surviving corporation. As a result of that transaction, InfoHighway will become a wholly owned direct subsidiary and A.R.C. Networks will become a wholly owned indirect subsidiary of Eureka Parent.

In addition, as described more fully below, following the completion of the proposed acquisition of A.R.C. Networks by Eureka Parent, Applicants propose, over time to migrate A.R.C. Networks' New York and New Jersey customers to Eureka in order to consolidate Applicants' customer bases in New York and New Jersey. Applicants do not anticipate that the proposed migration of customers will occur at the same time as change in ownership described above. However, because the process of migrating A.R.C Networks' customers in New York and New Jersey is expected to commence soon after the change in control, Applicants respectfully request approval to complete the transfer of customer base as well.

B. Request for Expedited Consideration

As set forth below, Eureka and Eureka Parent have significant financial resources and substantial experience in owning and operating regulated telecommunications providers. As a result, the proposed transactions are structured to ensure that existing A.R.C. Networks customers will continue to enjoy uninterrupted service. In light of the substantial benefits that the Applicants

expect from the proposed transactions, Applicants seek expedited approval to allow Applicants to complete the proposed transactions as soon as possible.

C. Application Eligible for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF APPLICANTS

A. Eureka Broadband Corporation

Eureka Broadband Corporation ("Eureka Parent") is a Delaware corporation with offices located at 39 Broadway, New York, New York 10006. Eureka Parent is a privately held corporation which, through its operating subsidiaries including Eureka, does business under the

d/b/a Eureka Networks. Eureka provides a variety of regulated and unregulated services, including facilities-based Internet Services, high-speed Internet access, IP- (Internet protocol-) based application services to business customers with bandwidth-intensive needs and local and long distance voice products. The primary operations of the Eureka companies are located in the New York City and Washington D.C. areas where Eureka companies work with property owners to install network infrastructure and offer high-quality services to building tenants. In addition to access services the company provides voice and other services to enterprise customers in both on-net and off-net locations. Eureka has access to nearly 550 pre-wired buildings, including more than 350 buildings in the New York metro area. Eureka's affiliates also holds authority to provide regulated telecommunications services in approximately four states. Eureka holds international Section 214 reseller authority granted in File No. ITC-214-19951226-00060 (formerly, File No. ITC-96-029), effective Mar. 11, 1996 and also holds blanket domestic Section 214 authority.

Eureka Parent is financially, managerially, and technically qualified to acquire A.R.C. Networks and provide service to A.R.C. Networks' customers. Eureka's management team is run by Jeffrey Ginsberg, the Chairman of the Board of Eureka and Raul K. Martynnek, the President and Chief Executive Officer of Eureka. Mr. Ginsberg is an experienced telecommunications entrepreneur who manages the overall strategic direction of the business, and has in particular, extensive experience in capital raising, mergers and acquisitions and real estate relationships. Mr. Ginsberg was Chairman and CEO of Eureka Broadband, the precursor to Eureka, from June 1999 to December 2000. Mr. Ginsberg has also served as Chairman and founder of Apex Site Management, Inc., a leading real estate/telecommunications management

company which was acquired by Spectrasite 1999. Mr. Ginsberg also co-founded Horizon Cellular Group, which owned and operated 15 cellular systems.

Mr. Martynek has served as the President & CEO of Eureka Parent since 2003. Mr. Martynek was formerly the Chief Operating Officer of Eureka Networks, where he oversaw all corporate operations and was responsible for all facets of the company's voice and data operations, customer care, IT, merger integrations and gross margin enhancement projects. Prior to Eureka Networks, Mr. Martynek was one of the first employees of Gillette Global Networks, joining the company in 1995 and serving in several capacities, including Chief Operating Officer beginning in 1999. Mr. Martynek has spoken at numerous industry events and is frequently quoted in industry periodicals.

B. InfoHighway Communications Corporation

InfoHighway Communications Corporation ("InfoHighway") is a Delaware corporation with headquarters located at 175 Pinelawn Road, Suite 408, Melville, New York 11747. InfoHighway provides integrated communications solutions, including end-to-end voice and data communications solutions primarily to business customers in major markets in the northeastern United States and selected areas of Texas. Among other services, through its wholly owned subsidiary, A.R.C. Networks, InfoHighway offers high-quality local and long distance telephone services, point-to-point data services, high-speed Internet services, network design and wiring. A.R.C. Networks holds authority to provide interexchange service nationwide and holds competitive local authority in selected markets. A.R.C. Networks holds blanket domestic authority to provide interstate service. A.R.C. Networks also holds global reseller authority from the Commission to provide international services pursuant to authority granted in FCC File No. ITC-214-19960116-00008.

III. DESCRIPTION OF THE TRANSACTIONS *(Answer to Question 13)*

Applicants propose to complete a transaction through which InfoHighway will become a direct, wholly owned subsidiary of Eureka Parent. In particular, Eureka Parent and InfoHighway have entered into an Agreement and Plan of Merger ("Agreement") dated as of May 9, 2005. Under the terms of the Agreement, a newly created, wholly owned subsidiary of Eureka Parent, IH Acquisition Corporation ("Acquisition") will be merged with and into InfoHighway. InfoHighway will survive that merger and will become a direct subsidiary of Eureka Parent. In connection with the proposed merger, each share of preferred stock of InfoHighway will be converted into the right to receive a portion of the merger proceeds. Following the proposed transaction, Eureka Parent will own all of the outstanding stock of InfoHighway.

Once the proposed transfer of stock of InfoHighway has completed, Applicants also propose, over time, to migrate A.R.C. Networks' New York and New Jersey customers to Eureka. Applicants emphasize that the proposed migration of customers will be gradual to allow Applicants to ensure a seamless transition and will not commence until after Eureka Parent has acquired ownership of A.R.C. Networks. Furthermore, although following the proposed migration, New York and New Jersey customers who currently receive service from A.R.C. Networks will receive service from Eureka, the proposed transaction will not affect the rates, terms or conditions under which those customers receive service.

Following the proposed transactions, A.R.C. Networks' customers will continue to receive services under the same rates, terms and conditions as those services are currently provided to them. Applicants therefore expect that the proposed transactions will be virtually transparent to A.R.C. Networks' customers in terms of the services that those customers

receive. As an established facilities-based carrier, Eureka is already well qualified to provide service to A.R.C. Networks' customers in New York and New Jersey and to oversee the continuing operations of A.R.C. Networks in other states.

A chart illustrating what the merged entities will look like is attached as Exhibit A.

IV. PUBLIC INTEREST STATEMENT

The proposed transactions described above, serve the public interest in promoting competition among telecommunications providers. In particular, the proposed transactions will combine the strengths of Eureka and A.R.C. Networks which should allow the combined companies to compete more effectively against incumbent carriers and larger competitive carriers which have substantial resources and can offer a wide range of facilities based service offerings.

The operations of Applicants are highly complementary. Eureka has extensive assets concentrated in and around New York City and the mid-Atlantic region and particular expertise in providing a variety of voice and data telecommunications and IP products and services. A.R.C. Networks has a substantially wider coverage area and extensive experience in providing regulated services to commercial and residential customers. Applicants believe the proposed transaction will enhance the ability of the entities to expand their respective operations both in terms of service area coverage and through the ability of each entity to offer customers an expanded line of products and services. In addition, Applicants expect that the proposed transaction, by combining Eureka's substantial facilities-based network and A.R.C. Networks' customer base, will yield substantial operational and financial benefits to the combined companies.

Given the increasingly competitive nature of the telecommunications market, Applicants are seeking to complete the proposed transactions as soon as possible to ensure that

customers can obtain rapidly the benefits of the proposed transactions. Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in paragraphs (a) through (d), (o) and (p) of Section 63.18, for the licensee/assignor, A.R.C. Networks, transferor, InfoHighway, transferee, Eureka Parent and assignee, Eureka, and also submit the information requested in paragraphs (h) through (n) of Section 63.18 for Eureka Parent and Eureka:

63.18 (a) Name, address and telephone number of each Applicant:

Transferee:

Eureka Broadband Corporation
39 Broadway
New York, New York 10006
Telephone: (212) 404-5000
FRN: 0013561246

Assignee:

Gillette Global Networks d/b/a Eureka Networks
39 Broadway
New York, New York 10006
Telephone: (212) 404-5000
FRN: 0003753852

Transferor:

InfoHighway Communications Corporation
175 Pinelawn Road, Suite 408
Melville, New York 11747
Telephone: (631) 249-1616

Licensee/Assignor:

A.R.C. Networks, Inc.
175 Pinelawn Road, Suite 408
Melville, New York 11747
Telephone: (631) 249-1666
FRN: 0004335741

63.18 (b) Jurisdiction of Organizations:

Transferee:

Eureka Parent is a corporation organized under the laws of the State of Delaware.

Assignees:

Eureka is a corporation organized under the laws of the State of Delaware.

Transferor:

InfoHighway is a corporation organized under the laws of the State of Delaware.

Licensee/Assignor:

A.R.C. Networks, Inc. is a corporation organized under the laws of Delaware.

63.18 (c) Correspondence concerning this Application should be sent to:

Catherine Wang
Brian McDermott
SWIDLER BERLIN LLP
3000 K Street N.W., Suite 300
Washington, DC 20007
(202) 424-7500

With copies to:

Glenn S. Richards
PILLSBURY WINTHROP SHAW PITTMAN LLP
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8215

63.18 (d)

Eureka holds international Section 214 reseller authority granted in File No. ITC-214-19951226-00060 (formerly, File No. ITC-96-029), effective Mar. 11, 1996 and also holds blanket domestic Section 214 authority. Eureka also holds blanket domestic Section 214 authority.

A.R.C. Networks holds global Section 214 authority to resell the international service of other common carriers and to provide switched service from the United States to international point granted by the Commission in File No. ITC-214-19960116-00008. A.R.C. Networks also holds blanket domestic Section 214 authority.

63.18 (h)

- 1) Following the completion of the proposed transactions, the following entity will own or control 10% or more of **A.R.C. Networks, Inc.**:

Name: InfoHighway Communications Corporation
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100%

- 2) Following the completion of the proposed transactions, the following entity will own or control 10% or more of both **Gillette Global Networks d/b/a Eureka Networks** and **InfoHighway Communications Corporation**

Name: Eureka Broadband Corp.
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Telecommunications services
% Equity: 100% (of both entities)

- 3) Following completion of the proposed transactions, the following entities will own or control 10% or more of **Eureka Broadband Corp.**

Name: AP EUREKAGGN LLC
Address: 60 Columbus Circle, 20th Floor
New York, NY 10023
Citizenship: U.S.
Principal Business: Investing
% Equity: 27%

Name: Trimaran Investments II, L.L.C.¹
Address: 622 Third Avenue, 35th Floor
New York, NY 10017
Citizenship: U.S.
Principal Business: Investing
% Equity: 24%

Name: Lazard Freres & Co., LLC
Address: 30 Rockefeller Center, 48th Floor
New York, NY 10020
Citizenship: U.S.
Principal Business: Investing
% Equity: 12%

Name: GigaLine, L.P.
Address: c/o Crestline Investor, Inc.
201 Main Street, Suite 1900
Fort Worth, TX 76102
Citizenship: U.S.
Principal Business: Investing
% Equity: 11%

- 4) No entity owns more than 37% of **AP EUREKAGGN LLC**. No entity owns or controls more than 41% of **Trimaran**. No entity owns more than 50% of **Lazard Freres & Co., LLC**.

- 5) The following entities own or control more than 50% of **GigaLine, L.P.**:

Name: Thru Line Inc.
Address: c/o Crestline Investor, Inc.
201 Main Street, Suite 1900
Fort Worth, TX 76102
Citizenship: United States
Principal Business: Investing
% Equity: 100%

- 6) The following entities own or control more than 50% of **Thru Line Inc.**

Name: Edward P. Bass
Address: c/o Crestline Investor, Inc.
201 Main Street, Suite 1900
Fort Worth, TX 76102
Citizenship: United States

¹ Trimaran Investments II, L.L.C. holds its interests through five different entities, none of which individually hold more than 10% in Eureka Broadband Corp. Those entities are Trimaran Fund II, L.L.C., CIBC MB Inc., CIBC Employee Private Equity Fund (Trimaran) Partners, Trimaran Parallel Fund II, L.P. and Trimaran Capital, L.L.C.

Principal Business: Investing
% Equity: 100%

Other than the foregoing, following the transaction, to the best of the Applicants' knowledge no other person or entities will directly or indirectly own ten percent (10%) or more of the equity of A.R.C. Networks, Inc. or Gillette Global Networks d/b/a Eureka Networks.

The Applicants do not share any officers or directors with any foreign carriers.

- 63.18 (i)** Applicants certify that they are not foreign carriers, nor are they affiliated with foreign carriers, nor will they become affiliated with foreign carriers as a result of this transaction.
- 63.18 (j)** Applicants certify that they do not seek to provide international telecommunications services to any destination country where:
- (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of A.R.C. Networks or Eureka, or that controls A.R.C. Networks or Eureka, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of A.R.C. Networks or Eureka and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- 63.18 (k)** Not applicable.
- 63.18 (l)** Not applicable.
- 63.18 (m)** Not applicable.
- 63.18 (n)** Eureka and Eureka Parent certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- 63.18 (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.

- 63.18 (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transactions is set forth in **Section III** above.

- (a)(7) A.R.C. Networks is authorized to provide competitive local exchange services in California, Connecticut, Delaware, Washington D.C., Florida, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Texas, Vermont and Virginia.

A.R.C. Networks is authorized as an interexchange carrier in Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Washington D.C., Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nevada, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Vermont and Virginia.

Eureka provides service in New York and New Jersey. Eureka Parent also holds controlling interests in Elink Telecommunications Incorporated, which provides service in the District of Columbia, and Elink Telecommunications of VA, Incorporated, which provides service in Virginia.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act - "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.